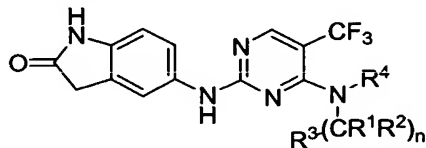


IN THE CLAIMS:

No new amendments to the claims are presented herewith. The following is a complete listing of the currently pending claims:

1. (Previously Amended) A compound of the formula 1



1

or a pharmaceutically acceptable salt, ~~solvate, hydrate, or prodrug~~ thereof,

wherein n is an integer from 1 to 3;

each R¹ is a substituent independently selected from the group consisting of hydrogen, hydroxy, -(C₁-C₆)alkyl, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -O(C₁-C₆)alkyl, -O(C₃-C₇)cycloalkyl, -O(C₂-C₉)heterocyclyl, -NR⁵R⁶, -SR⁷, -SOR⁷, -SO₂R⁷, -CO₂R⁵, -CONR⁵R⁶, -SO₂NR⁵R⁶, -NHCOR⁵, -NR⁵CONR⁵R⁶, and -NR⁵SO₂R⁷; with the proviso that a heteroatom of the foregoing R¹ substituents may not be bound to an sp³ carbon atom bound to another heteroatom; and said R¹ substituents, -(C₁-C₆)alkyl, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -O(C₁-C₆)alkyl, -O(C₃-C₇)cycloalkyl, -O(C₂-C₉)heterocyclyl, -NR⁵R⁶, -SR⁷, -SOR⁷, -SO₂R⁷, -CO₂R⁵, -CONR⁵R⁶, -SO₂NR⁵R⁶, -NHCOR⁵, -NR⁵CONR⁵R⁶, and -NR⁵SO₂R⁷ groups are optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, -CF₃, -CN, -(C₁-C₆)alkyl, -NR⁵R⁶, -OR⁵, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -CO₂R⁵, -CONR⁵R⁶ and -CONR⁵R⁸; with the proviso that a heteroatom of the foregoing optional R¹ moieties may not be bound to an sp³ carbon atom bound to another heteroatom;

each R² is a substituent independently selected from the group consisting of hydrogen, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -CO₂R⁵, and -CONR⁵R⁶; with the proviso that a heteroatom of any of the foregoing R² substituents may not be bound to an sp³ carbon atom that is bound to another heteroatom; and said R² substituents, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -CO₂R⁵, and -CONR⁵R⁶, are optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, -CF₃, -NO₂, -CN, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -C=N-OH, -C=N-O((C₁-C₆)alkyl), -NR⁵R⁶, -OR⁵, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -CO₂R⁵, -CONR⁵R⁶, -CONR⁵R⁸, -SR⁷, -SOR⁷, -SO₂R⁷, -SO₂NR⁵R⁶, -NHCOR⁵, -NR⁵CONR⁵R⁶, and -NR⁵SO₂R⁷, wherein said -(C₂-C₆)alkenyl and -(C₂-C₆)alkynyl R² moieties may be optionally substituted by one to three R⁵ groups; and with the proviso that a heteroatom of the foregoing optional R² moieties may not be bound to an sp³ carbon atom bound to another heteroatom;

R¹ and R² may be taken together with the atom(s) to which they are attached to form a cyclic group, -(C₃-C₁₀)cycloalkyl or -(C₂-C₉)heterocyclyl, wherein said cyclic group is optionally substituted by one to three moieties selected from the group consisting of hydrogen, halogen, hydroxy, -CF₃, -NO₂, -CN, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -C=N-OH, -C=N-O((C₁-C₆)alkyl), -NR⁵R⁶, -OR⁵, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -CO₂R⁵, -CONR⁵R⁶, -CONR⁵R⁸, -SR⁷, -SOR⁷, -SO₂R⁷, -SO₂NR⁵R⁶, -NHCOR⁵, -NR⁵CONR⁵R⁶, and -NR⁵SO₂R⁷, wherein said -(C₂-C₆)alkenyl and -(C₂-C₆)alkynyl moieties of

said cyclic group may be optionally substituted by one to three R⁵ groups, and said cyclic group is optionally interrupted by one to three elements selected from the group consisting of -(C=O), -SO₂, -S-, -O-, -N-, -NH- and -NR⁵, with the proviso that any of the foregoing cyclic group moieties or elements may not be bound to an sp³ carbon atom that is bound to another heteroatom;

R³ is a suitable substituent, including, but not limited to a substituent selected from the group consisting of:

(a) hydrogen;

(b) -(C₆-C₁₀)aryl or -(C₁-C₉)heteroaryl, optionally substituted by one to three moieties independently selected from the group consisting of halogen, hydroxy, -(C₁-C₆)alkyl, -(C₁-C₆)alkyl-P(O)(O(C₁-C₆)alkyl)₂, -(C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, (C₂-C₉)heterocyclyl, -(C₁-C₉)heteroaryl, -NR⁵R⁶, -NHSO₂(C₁-C₆)alkyl, -NHSO₂(C₃-C₆)cycloalkyl, -N((C₁-C₆)alkyl)(SO₂-C₁-C₆)alkyl, -N((C₁-C₆)alkyl)(SO₂(C₃-C₆)cycloalkyl), -O(C₁-C₆)alkyl, -O-SO₂(C₁-C₆)alkyl, -(CO)(C₁-C₆)alkyl, -(CO)CF₃, -(CO)(C₃-C₁₀)cycloalkyl, -(CO)(C₆-C₁₀)aryl, -(CO)(C₂-C₉)heterocyclyl, -(CO)(C₁-C₉)heteroaryl, -(CO)O(C₁-C₆)alkyl, -(CO)O(C₃-C₁₀)cycloalkyl, -(CO)O(C₆-C₁₀)aryl, -(CO)O(C₂-C₉)heterocyclyl, -(CO)O(C₁-C₉)heteroaryl, -(CO)(C₁-C₆)alkyl-O(C₁-C₆)alkyl, -SO₂(C₁-C₆)alkyl, -SO₂(C₃-C₆)cycloalkyl, SO₂CF₃, SO₂NH₂, SO₂NH(C₁-C₆)alkyl, -SO₂NH(C₃-C₆)cycloalkyl, -SO₂N((C₁-C₆)alkyl)₂, -SO₂N((C₃-C₆)cycloalkyl)₂, -SO₂NR⁵R⁶, and -SO₂N(C₁-C₆)alkyl-(C₆-C₁₀)aryl; wherein said -(C₆-C₁₀) aryl or -(C₁-C₉) heteroaryl are optionally interrupted by one to three elements selected from the group consisting of -(C=O), -SO₂, -S-, -O-, -N-, -NH- and -NR⁵; and R⁵ and R⁶ of said NR⁵R⁶ R³(b) group may be taken together with the atoms to which they are attached to form a -(C₂-C₉)heterocyclyl;

(c) -(C₃-C₁₀)cycloalkyl, -(C₂-C₉)heterocyclyl, and -(C₁-C₆)alkyl-(C₂-C₉) heterocyclyl, optionally substituted by one to three moieties independently selected from the group consisting of halogen, hydroxy, -(C₁-C₆)alkyl, -(C₁-C₆)alkyl-P(O)(O(C₁-C₆)alkyl)₂, -(C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, (C₂-C₉)heterocyclyl, -(C₁-C₉)heteroaryl, -NR⁵R⁶, -NSO₂(C₁-C₆)alkyl, -NHSO₂(C₃-C₆)cycloalkyl, -N((C₁-C₆)alkyl)(SO₂-C₁-C₆)alkyl, -N((C₁-C₆)alkyl)(SO₂(C₃-C₆)cycloalkyl), -O(C₁-C₆)alkyl, -O-SO₂(C₁-C₆)alkyl, -O-SO₂(C₃-C₆)cycloalkyl, -(CO)(C₁-C₆)alkyl, -(CO)CF₃, -(CO)(C₃-C₁₀)cycloalkyl, -(CO)(C₆-C₁₀)aryl, -(CO)(C₂-C₉)heterocyclyl, -(CO)(C₁-C₉)heteroaryl, -(CO)O(C₁-C₆)alkyl, -(CO)O(C₃-C₁₀)cycloalkyl, -(CO)O(C₆-C₁₀)aryl, -(CO)O(C₂-C₉)heterocyclyl, -(CO)O(C₁-C₉)heteroaryl, -(CO)(C₁-C₆)alkyl-O(C₁-C₆)alkyl, -SO₂(C₁-C₆)alkyl, -SO₂(C₃-C₆)cycloalkyl, SO₂CF₃, SO₂NH₂, SO₂NH(C₁-C₆)alkyl, -SO₂NH(C₃-C₆)cycloalkyl, -SO₂N((C₁-C₆)alkyl)₂, -SO₂N((C₃-C₆)cycloalkyl)₂, -SO₂NR⁵R⁶, and -SO₂N(C₁-C₆)alkyl-(C₆-C₁₀)aryl; wherein said -(C₃-C₁₀)cycloalkyl, -(C₂-C₉)heterocyclyl, and -(C₁-C₆)alkyl-(C₂-C₉) heterocyclyl are optionally interrupted by one to three elements selected from the group consisting of -(C=O), -SO₂, -S-, -O-, -N-, -NH- and -NR⁵; and R⁵ and R⁶ of said NR⁵R⁶ R³(b) group may be taken together with the atoms to which they are attached to form a -(C₂-C₉)heterocyclyl;

(d) -(C₁-C₆)alkyl optionally substituted by one to three moieties selected from the group consisting of halogen, hydroxy, -(C₁-C₆)alkyl, -(C₁-C₆)alkyl-P(O)(O(C₁-C₆)alkyl)₂, -(C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, (C₂-C₉)heterocyclyl, -(C₁-C₉)heteroaryl, -NR⁵R⁶, -NSO₂(C₁-C₆)alkyl, -NHSO₂(C₃-C₆)cycloalkyl, -N((C₁-C₆)alkyl)(SO₂-C₁-C₆)alkyl, -N((C₁-C₆)alkyl)(SO₂(C₃-C₆)cycloalkyl), -O(C₁-C₆)alkyl, -O-SO₂(C₁-C₆)alkyl, -(CO)(C₁-C₆)alkyl, -(CO)CF₃, -(CO)(C₃-C₁₀)cycloalkyl, -(CO)(C₆-C₁₀)aryl, -(CO)(C₂-C₉)heterocyclyl, -(CO)(C₁-C₉)heteroaryl, -(CO)O(C₁-C₆)alkyl, -(CO)O(C₃-C₁₀)cycloalkyl, -(CO)O(C₆-C₁₀)aryl, -(CO)O(C₂-C₉)heterocyclyl, -(CO)O(C₁-C₉)heteroaryl, -(CO)(C₁-C₆)alkyl-O(C₁-C₆)alkyl, -SO₂(C₁-C₆)alkyl, -SO₂(C₃-C₆)cycloalkyl, SO₂CF₃, SO₂NH₂, SO₂NH(C₁-C₆)alkyl, -SO₂NH(C₃-C₆)cycloalkyl, -

$\text{SO}_2\text{N}((\text{C}_1\text{-C}_6)\text{alkyl})_2$, $-\text{SO}_2\text{N}((\text{C}_3\text{-C}_6)\text{cycloalkyl})_2$, $-\text{SO}_2\text{NR}^5\text{R}^6$, and $-\text{SO}_2\text{N}(\text{C}_1\text{-C}_6)\text{alkyl}-(\text{C}_6\text{-C}_{10})\text{aryl}$; wherein said $-(\text{C}_1\text{-C}_6)\text{alkyl}$ is optionally interrupted by one to three elements selected from the group consisting of $-(\text{C}=\text{O})$, $-\text{SO}_2$, $-\text{S}-$, $-\text{O}-$, $-\text{N}-$, $-\text{NH}-$ and $-\text{NR}^5$; and R^5 and R^6 of said NR^5R^6 $\text{R}^3(\text{b})$ group may be taken together with the atoms to which they are attached to form a $-(\text{C}_2\text{-C}_9)\text{heterocyclyl}$;

and wherein each $\text{R}^3(\text{b})$ substituent, moiety, or element is optionally substituted by one to three radicals independently selected from the group consisting of hydrogen, halogen, hydroxy, $-\text{CF}_3$, $-\text{NO}_2$, $-\text{CN}$, $-(\text{C}_1\text{-C}_6)\text{alkyl}$, $-(\text{C}_2\text{-C}_6)\text{alkenyl}$, $-(\text{C}_2\text{-C}_6)\text{alkynyl}$, $-(\text{C}_3\text{-C}_7)\text{cycloalkyl}$, $-(\text{C}_2\text{-C}_9)\text{heterocyclyl}$, $-(\text{C}_6\text{-C}_{10})\text{aryl}$, $-(\text{C}_1\text{-C}_9)\text{heteroaryl}$, $-\text{O}(\text{C}_1\text{-C}_6)\text{alkyl}$, $-\text{O}(\text{C}_3\text{-C}_7)\text{cycloalkyl}$, $-\text{O}(\text{C}_2\text{-C}_9)\text{heterocyclyl}$, $-\text{C}=\text{N}-\text{OH}$, $-\text{C}=\text{N}-\text{O}(\text{C}_1\text{-C}_6\text{ alkyl})$, $-\text{NR}^5\text{R}^6$, $-\text{SR}^7$, $-\text{SOR}^7$, $-\text{SO}_2\text{R}^7$, $-\text{CO}_2\text{R}^5$, $-\text{CONR}^5\text{R}^6$, $-\text{SO}_2\text{NR}^5\text{R}^6$, $-\text{NHCOR}^5$, $-\text{NR}^5\text{CONR}^5\text{R}^6$, and $-\text{NR}^5\text{SO}_2\text{R}^7$; with the proviso that a heteroatom of the foregoing $\text{R}^3(\text{b})$ substituents, moieties, elements or radicals may not be bound to an sp^3 carbon atom bound to another heteroatom; and wherein R^5 and R^6 of said $-\text{NR}^5\text{R}^6$, $-\text{CONR}^5\text{R}^6$, $-\text{SO}_2\text{NR}^5\text{R}^6$, and $-\text{NR}^5\text{CONR}^5\text{R}^6$ groups may be taken together with the atoms to which they are attached to form a $-(\text{C}_2\text{-C}_9)\text{heterocyclyl}$;

R^4 is a substituent selected from the group consisting of hydrogen, $(\text{C}_1\text{-C}_6)\text{alkyl}$, $-(\text{C}_3\text{-C}_7)\text{cycloalkyl}$, and $-(\text{C}_2\text{-C}_9)\text{heterocyclyl}$; wherein said $(\text{C}_1\text{-C}_6)\text{alkyl}$, $-(\text{C}_3\text{-C}_7)\text{cycloalkyl}$, and $-(\text{C}_2\text{-C}_9)\text{heterocyclyl}$ R^4 substituents are optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, $-(\text{C}_1\text{-C}_6)\text{alkyl}$, $-\text{CN}$, $-\text{NR}^5_2$, $-\text{OR}^5$, $-(\text{C}_3\text{-C}_7)\text{cycloalkyl}$, $-(\text{C}_2\text{-C}_9)\text{heterocyclyl}$, $-\text{CO}_2\text{R}^5$, and $-\text{CONR}^5\text{R}^8$; with the proviso that a heteroatom of the foregoing R^4 substituents may not be bound to an sp^3 carbon atom bound to another heteroatom; and wherein R^5 and R^8 of said $-\text{CONR}^5\text{R}^8$ group may be taken together with the atoms to which they are attached to form a $-(\text{C}_3\text{-C}_{10})\text{cycloalkyl}$ or $-(\text{C}_2\text{-C}_9)\text{heterocyclyl}$;

R^5 and R^6 are each substituents independently selected from the group consisting of hydrogen, $-(\text{C}_1\text{-C}_6)\text{alkyl}$, $-(\text{C}_3\text{-C}_7)\text{cycloalkyl}$, $-(\text{C}_2\text{-C}_9)\text{heterocyclyl}$, $-(\text{C}_6\text{-C}_{10})\text{aryl}$, and $-(\text{C}_1\text{-C}_9)\text{heteroaryl}$; wherein said $-(\text{C}_1\text{-C}_6)\text{alkyl}$, $-(\text{C}_3\text{-C}_7)\text{cycloalkyl}$, $-(\text{C}_2\text{-C}_9)\text{heterocyclyl}$, $-(\text{C}_6\text{-C}_{10})\text{aryl}$, and $-(\text{C}_1\text{-C}_9)\text{heteroaryl}$ R^5 or R^6 substituents are optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, $-\text{CF}_3$, $-\text{CN}$, $-(\text{C}_1\text{-C}_6)\text{alkyl}$, $-\text{NH}(\text{C}_1\text{-C}_6)\text{alkyl}$, $-\text{NH}(\text{C}_3\text{-C}_7)\text{cycloalkyl}$, $-\text{NH}(\text{C}_2\text{-C}_9)\text{heterocyclyl}$, $-\text{NH}(\text{C}_6\text{-C}_{10})\text{aryl}$, $-\text{NH}(\text{C}_1\text{-C}_9)\text{heteroaryl}$, $-\text{N}((\text{C}_1\text{-C}_6)\text{alkyl})_2$, $-\text{N}((\text{C}_3\text{-C}_7)\text{cycloalkyl})_2$, $-\text{N}((\text{C}_2\text{-C}_9)\text{heterocyclyl})_2$, $-\text{N}((\text{C}_6\text{-C}_{10})\text{aryl})_2$, $-\text{N}((\text{C}_1\text{-C}_9)\text{heteroaryl})_2$, $-\text{O}(\text{C}_1\text{-C}_6)\text{alkyl}$, $-\text{O}(\text{C}_3\text{-C}_7)\text{cycloalkyl}$, $-\text{O}(\text{C}_2\text{-C}_9)\text{heterocyclyl}$, $-\text{O}(\text{C}_6\text{-C}_{10})\text{aryl}$, $-\text{O}(\text{C}_1\text{-C}_9)\text{heteroaryl}$, $-(\text{C}_3\text{-C}_7)\text{cycloalkyl}$, $-(\text{C}_2\text{-C}_9)\text{heterocyclyl}$, $-\text{CO}_2\text{R}^7$, $-\text{CONH}_2$, $-\text{CONHR}^7$, and $-\text{CONR}^7\text{R}^8$; with the proviso that a heteroatom of the foregoing R^5 or R^6 substituents or moieties may not be bound to an sp^3 carbon atom bound to another heteroatoms; and wherein R^7 and R^8 of said $-\text{CONR}^7\text{R}^8$ group may be taken together with the atoms to which they are attached to form a $-(\text{C}_1\text{-C}_9)\text{heteroaryl}$;

R^5 and R^6 may be taken together with the atom(s) to which they are attached to form a cyclic group, $-(\text{C}_3\text{-C}_{10})\text{cycloalkyl}$ or $-(\text{C}_2\text{-C}_9)\text{heterocyclyl}$, wherein said cyclic group is optionally substituted by one to three moieties selected from the group consisting of hydrogen, halogen, hydroxy, $-\text{CF}_3$, $-\text{NO}_2$, $-\text{CN}$, $-(\text{C}_1\text{-C}_6)\text{alkyl}$, $-(\text{C}_2\text{-C}_6)\text{alkenyl}$, $-(\text{C}_2\text{-C}_6)\text{alkynyl}$, $-\text{C}=\text{N}-\text{OH}$, $-\text{C}=\text{N}-\text{O}((\text{C}_1\text{-C}_6)\text{alkyl})$, $-\text{NR}^5\text{R}^6$, $-\text{OR}^5$, $-(\text{C}_3\text{-C}_7)\text{cycloalkyl}$, $-(\text{C}_2\text{-C}_9)\text{heterocyclyl}$, $-\text{CO}_2\text{R}^5$, $-\text{CONR}^5\text{R}^6$, $-\text{CONR}^5\text{R}^8$, $-\text{SR}^7$, $-\text{SOR}^7$, $-\text{SO}_2\text{R}^7$, $-\text{SO}_2\text{NR}^5\text{R}^6$, $-\text{NHCOR}^5$, $-\text{NR}^5\text{CONR}^5\text{R}^6$, and $-\text{NR}^5\text{SO}_2\text{R}^7$, wherein said $-(\text{C}_2\text{-C}_6)\text{alkenyl}$ and $-(\text{C}_2\text{-C}_6)\text{alkynyl}$ moieties of said cyclic group may be optionally substituted by one to three R^7 groups, and said cyclic group is optionally interrupted by one to three elements selected from the group consisting of $-(\text{C}=\text{O})$, $-\text{SO}_2$, $-\text{S}-$, $-\text{O}-$, $-\text{N}-$, $-\text{NH}-$ and $-\text{NR}^5$;

O-, -N-, -NH- and -NR⁵, with the proviso that any of the foregoing cyclic group moieties or elements may not be bound to an sp³ carbon atom that is bound to another heteroatom;

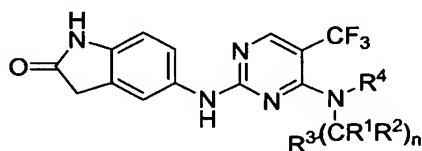
R⁷ is a substituent selected from the group consisting of -(C₁-C₆)alkyl, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -(C₆-C₁₀)aryl, and -(C₁-C₉) heteroaryl; wherein said -(C₁-C₆)alkyl, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -(C₆-C₁₀)aryl, and -(C₁-C₉) heteroaryl R⁷ substituents are optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, -CN, -(C₁-C₆)alkyl, -NR⁵₂, and -O(C₁-C₆)alkyl, with the proviso that a heteroatom of the foregoing R⁷ substituents or moieties may not be bound to an sp³ carbon atom bound to another heteroatom;

R⁸ is a substituent selected from the group consisting of hydrogen, -(C₁-C₆)alkyl, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -(C₆-C₁₀)aryl, and -(C₁-C₉) heteroaryl; wherein said -(C₁-C₆)alkyl, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -(C₆-C₁₀)aryl, and -(C₁-C₉) heteroaryl R⁸ radicals are optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, -CN, -(C₁-C₆)alkyl, -NH₂, -NHR⁹, -NR⁹₂, OR⁹, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -CO₂R¹⁰, -CONH₂, -CONHR¹⁰, and -CONR¹⁰R¹¹; with the proviso that a heteroatom of the foregoing R⁸ substituents or moieties may not be bound to an sp³ carbon atom bound to another heteroatom; and wherein R¹⁰ and R¹¹ of -CONR¹⁰R¹¹ may be taken together with the atoms to which they are attached to form a -(C₂-C₉)heterocyclyl;

R⁹ and R¹⁰ are each -(C₁-C₆)alkyl and may be taken together with the atoms to which they are attached to form a -(C₂-C₉)heterocyclyl; and

R¹¹ is hydrogen or -(C₁-C₆)alkyl.

2. (Previously Amended) A compound of the formula 1



1

or a pharmaceutically acceptable salt, ~~solvate, hydrate, or prodrug~~ thereof,

wherein n is an integer from 1 to 3;

each R¹ is a substituent independently selected from the group consisting of hydrogen, hydroxy, -(C₁-C₆)alkyl, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -O(C₁-C₆)alkyl, -O(C₃-C₇)cycloalkyl, -O(C₂-C₉)heterocyclyl, -NR⁵R⁶, -SR⁷, -SOR⁷, -SO₂R⁷, -CO₂R⁵, -CONR⁵R⁶, -SO₂NR⁵R⁶, -NHCOR⁵, -NR⁵CONR⁵R⁶, and -NR⁵SO₂R⁷; with the proviso that a heteroatom of the foregoing R¹ substituents may not be bound to an sp³ carbon atom bound to another heteroatom; and said R¹ substituents, -(C₁-C₆)alkyl, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -O(C₁-C₆)alkyl, -O(C₃-C₇)cycloalkyl, -O(C₂-C₉)heterocyclyl, -NR⁵R⁶, -SR⁷, -SOR⁷, -SO₂R⁷, -CO₂R⁵, -CONR⁵R⁶, -SO₂NR⁵R⁶, -NHCOR⁵, -NR⁵CONR⁵R⁶, and -NR⁵SO₂R⁷ groups are optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, -CF₃, -CN, -(C₁-C₆)alkyl, -NR⁵R⁶, -OR⁵, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -CO₂R⁵, -CONR⁵R⁶ and -CONR⁵R⁸; with the proviso that a heteroatom of the foregoing optional R¹ moieties may not be bound to an sp³ carbon atom bound to another heteroatom;

each R² is a substituent independently selected from the group consisting of hydrogen, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -CO₂R⁵, and -CONR⁵R⁶;

with the proviso that a heteroatom of any of the foregoing R^2 substituents may not be bound to an sp^3 carbon atom that is bound to another heteroatom; and said R^2 substituents, $-(C_1-C_6)alkyl$, $-(C_2-C_6)alkenyl$, $-(C_2-C_6)alkynyl$, $-(C_3-C_7)cycloalkyl$, $-(C_2-C_9)heterocyclyl$, $-CO_2R^5$, and $-CONR^5R^6$, are optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, $-CF_3$, $-NO_2$, $-CN$, $-(C_1-C_6)alkyl$, $-(C_2-C_6)alkenyl$, $-(C_2-C_6)alkynyl$, $-C=N-OH$, $-C=N-O((C_1-C_6)alkyl)$, $-NR^5R^6$, $-OR^5$, $-(C_3-C_7)cycloalkyl$, $-(C_2-C_9)heterocyclyl$, $-CO_2R^5$, $-CONR^5R^6$, $-CONR^5R^8$, $-SR^7$, $-SOR^7$, $-SO_2R^7$, $-SO_2NR^5R^6$, $-NHCOR^5$, $-NR^5CONR^5R^6$, and $-NR^5SO_2R^7$, wherein said $-(C_2-C_6)alkenyl$ and $-(C_2-C_6)alkynyl$ R^2 moieties may be optionally substituted by one to three R^5 groups; and with the proviso that a heteroatom of the foregoing optional R^2 moieties may not be bound to an sp^3 carbon atom bound to another heteroatom;

R^1 and R^2 may be taken together with the atom(s) to which they are attached to form a cyclic group, $-(C_3-C_{10})cycloalkyl$ or $-(C_2-C_9)heterocyclyl$, wherein said cyclic group is optionally substituted by one to three moieties selected from the group consisting of hydrogen, halogen, hydroxy, $-CF_3$, $-NO_2$, $-CN$, $-(C_1-C_6)alkyl$, $-(C_2-C_6)alkenyl$, $-(C_2-C_6)alkynyl$, $-C=N-OH$, $-C=N-O((C_1-C_6)alkyl)$, $-NR^5R^6$, $-OR^5$, $-(C_3-C_7)cycloalkyl$, $-(C_2-C_9)heterocyclyl$, $-CO_2R^5$, $-CONR^5R^6$, $-CONR^5R^8$, $-SR^7$, $-SOR^7$, $-SO_2R^7$, $-SO_2NR^5R^6$, $-NHCOR^5$, $-NR^5CONR^5R^6$, and $-NR^5SO_2R^7$, wherein said $-(C_2-C_6)alkenyl$ and $-(C_2-C_6)alkynyl$ moieties of said cyclic group may be optionally substituted by one to three R^5 groups, and said cyclic group is optionally interrupted by one to three elements selected from the group consisting of $-(C=O)$, $-SO_2$, $-S-$, $-O-$, $-N-$, $-NH-$ and $-NR^5$, with the proviso that any of the foregoing cyclic group moieties or elements may not be bound to an sp^3 carbon atom that is bound to another heteroatom;

R^3 is a substituent selected from the group consisting of:

(a) hydrogen;

(b) $-(C_6-C_{10})aryl$ or $-(C_1-C_9)heteroaryl$, optionally substituted by one to three moieties independently selected from the group consisting of halogen, hydroxy, $-(C_1-C_6)alkyl$, $-(C_1-C_6)alkyl-P(O)(O(C_1-C_6)alkyl)_2$, $-(C_3-C_{10})cycloalkyl$, $(C_6-C_{10})aryl$, $(C_2-C_9)heterocyclyl$, $-(C_1-C_9)heteroaryl$, $-NR^5R^6$, $-NHSO_2(C_1-C_6)alkyl$, $-NHSO_2(C_3-C_6)cycloalkyl$, $-N((C_1-C_6)alkyl)(SO_2-C_1-C_6)alkyl$, $-N((C_1-C_6)alkyl)(SO_2(C_3-C_6)cycloalkyl)$, $-O(C_1-C_6)alkyl$, $-O-SO_2(C_1-C_6)alkyl$, $-(CO)(C_1-C_6)alkyl$, $-(CO)CF_3$, $-(CO)(C_3-C_{10})cycloalkyl$, $-(CO)(C_6-C_{10})aryl$, $-(CO)(C_2-C_9)heterocyclyl$, $-(CO)(C_1-C_9)heteroaryl$, $-(CO)O(C_1-C_6)alkyl$, $-(CO)O(C_3-C_{10})cycloalkyl$, $-(CO)O(C_6-C_{10})aryl$, $-(CO)O(C_2-C_9)heterocyclyl$, $-(CO)O(C_1-C_9)heteroaryl$, $-(CO)(C_1-C_6)alkyl-O(C_1-C_6)alkyl$, $-SO_2(C_1-C_6)alkyl$, $-SO_2(C_3-C_6)cycloalkyl$, SO_2CF_3 , SO_2NH_2 , $SO_2NH(C_1-C_6)alkyl$, $-SO_2NH(C_3-C_6)cycloalkyl$, $-SO_2N((C_1-C_6)alkyl)_2$, $-SO_2N((C_3-C_6)cycloalkyl)_2$, $-SO_2NR^5R^6$, and $-SO_2N(C_1-C_6)alkyl-(C_6-C_{10})aryl$; wherein said $-(C_6-C_{10})aryl$ or $-(C_1-C_9)heteroaryl$ are optionally interrupted by one to three elements selected from the group consisting of $-(C=O)$, $-SO_2$, $-S-$, $-O-$, $-N-$, $-NH-$ and $-NR^5$; and R^5 and R^6 of said NR^5R^6 $R^3(b)$ group may be taken together with the atoms to which they are attached to form a $-(C_2-C_9)heterocyclyl$;

(c) $-(C_3-C_{10})cycloalkyl$, $-(C_2-C_9)heterocyclyl$, and $-(C_1-C_6)alkyl-(C_2-C_9)heterocyclyl$, optionally substituted by one to three moieties independently selected from the group consisting of halogen, hydroxy, $-(C_1-C_6)alkyl$, $-(C_1-C_6)alkyl-P(O)(O(C_1-C_6)alkyl)_2$, $-(C_3-C_{10})cycloalkyl$, $(C_6-C_{10})aryl$, $(C_2-C_9)heterocyclyl$, $-(C_1-C_9)heteroaryl$, $-NR^5R^6$, $-NSO_2(C_1-C_6)alkyl$, $-NHSO_2(C_3-C_6)cycloalkyl$, $-N((C_1-C_6)alkyl)(SO_2-C_1-C_6)alkyl$, $-N((C_1-C_6)alkyl)(SO_2(C_3-C_6)cycloalkyl)$, $-O(C_1-C_6)alkyl$, $-O-SO_2(C_1-C_6)alkyl$, $-O-SO_2(C_1-C_6)alkyl$, $-(CO)(C_1-C_6)alkyl$, $-(CO)CF_3$, $-(CO)(C_3-C_{10})cycloalkyl$, $-(CO)(C_6-C_{10})aryl$, $-(CO)(C_2-C_9)heterocyclyl$, $-(CO)(C_1-C_9)heteroaryl$, $-(CO)O(C_1-C_6)alkyl$, $-(CO)O(C_3-C_{10})cycloalkyl$, $-(CO)O(C_6-C_{10})aryl$, $-(CO)O(C_2-C_9)heterocyclyl$, $-(CO)O(C_1-C_9)heteroaryl$, $-(CO)(C_1-C_6)alkyl-O(C_1-C_6)alkyl$, $-SO_2(C_1-C_6)alkyl$, $-SO_2(C_3-C_6)cycloalkyl$, SO_2CF_3 , SO_2NH_2 , $SO_2NH(C_1-C_6)alkyl$, $-SO_2NH(C_3-C_6)cycloalkyl$, $-SO_2N((C_1-C_6)alkyl)_2$, $-SO_2N((C_3-C_6)cycloalkyl)_2$, $-SO_2NR^5R^6$, and $-SO_2N(C_1-C_6)alkyl-(C_6-C_{10})aryl$; wherein said $-(C_6-C_{10})aryl$ or $-(C_1-C_9)heteroaryl$ are optionally interrupted by one to three elements selected from the group consisting of $-(C=O)$, $-SO_2$, $-S-$, $-O-$, $-N-$, $-NH-$ and $-NR^5$; and R^5 and R^6 of said NR^5R^6 $R^3(c)$ group may be taken together with the atoms to which they are attached to form a $-(C_2-C_9)heterocyclyl$;

C₁₀)aryl, -(CO)O(C₂-C₉)heterocyclyl, -(CO)O(C₁-C₉)heteroaryl, -(CO)(C₁-C₆)alkyl-O(C₁-C₆)alkyl, -SO₂(C₁-C₆)alkyl, -SO₂(C₃-C₆)cycloalkyl, SO₂CF₃, SO₂NH₂, SO₂NH(C₁-C₆)alkyl, -SO₂NH(C₃-C₆)cycloalkyl, -SO₂N((C₁-C₆)alkyl)₂, -SO₂N((C₃-C₆)cycloalkyl)₂, -SO₂NR⁵R⁶, and -SO₂N(C₁-C₆)alkyl-(C₆-C₁₀)aryl; wherein said -(C₃-C₁₀)cycloalkyl, -(C₂-C₉)heterocyclyl, and -(C₁-C₆)alkyl-(C₂-C₉) heterocyclyl are optionally interrupted by one to three elements selected from the group consisting of -(C=O), -SO₂, -S-, -O-, -N-, -NH- and -NR⁵; and R⁵ and R⁶ of said NR⁵R⁶ R³(b) group may be taken together with the atoms to which they are attached to form a -(C₂-C₉)heterocyclyl;

(d) -(C₁-C₆)alkyl optionally substituted by one to three moieties selected from the group consisting of halogen, hydroxy, -(C₁-C₆)alkyl, -(C₁-C₆)alkyl-P(O)(O(C₁-C₆)alkyl)₂, -(C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, (C₂-C₉)heterocyclyl, -(C₁-C₉)heteroaryl, -NR⁵R⁶, -NSO₂(C₁-C₆)alkyl, -NHSO₂(C₃-C₆)cycloalkyl, -N((C₁-C₆)alkyl)(SO₂-C₁-C₆)alkyl, -N((C₁-C₆)alkyl)(SO₂(C₃-C₆)cycloalkyl), -O(C₁-C₆)alkyl, -O-SO₂(C₁-C₆)alkyl, -(CO)(C₁-C₆)alkyl, -(CO)CF₃, -(CO)(C₃-C₁₀)cycloalkyl, -(CO)(C₆-C₁₀)aryl, -(CO)(C₂-C₉)heterocyclyl, -(CO)(C₁-C₉)heteroaryl, -(CO)O(C₁-C₆)alkyl, -(CO)O(C₃-C₁₀)cycloalkyl, -(CO)O(C₆-C₁₀)aryl, -(CO)O(C₂-C₉)heterocyclyl, -(CO)O(C₁-C₉)heteroaryl, -(CO)(C₁-C₆)alkyl-O(C₁-C₆)alkyl, -SO₂(C₁-C₆)alkyl, -SO₂(C₃-C₆)cycloalkyl, SO₂CF₃, SO₂NH₂, SO₂NH(C₁-C₆)alkyl, -SO₂NH(C₃-C₆)cycloalkyl, -SO₂N((C₁-C₆)alkyl)₂, -SO₂N((C₃-C₆)cycloalkyl)₂, -SO₂NR⁵R⁶, and -SO₂N(C₁-C₆)alkyl-(C₆-C₁₀)aryl; wherein said -(C₁-C₆)alkyl is optionally interrupted by one to three elements selected from the group consisting of -(C=O), -SO₂, -S-, -O-, -N-, -NH- and -NR⁵; and R⁵ and R⁶ of said NR⁵R⁶ R³(b) group may be taken together with the atoms to which they are attached to form a -(C₂-C₉)heterocyclyl; and wherein each R³ (b)-(d) substituent, moiety, or element is optionally substituted by one to three radicals independently selected from the group consisting of hydrogen, halogen, hydroxy, -CF₃, -NO₂, -CN, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -(C₆-C₁₀)aryl, -(C₁-C₉)heteroaryl, -O(C₁-C₆)alkyl, -O(C₃-C₇)cycloalkyl, -O(C₂-C₉)heterocyclyl, -C=N-OH, -C=N-O(C₁-C₆ alkyl), -NR⁵R⁶, -SR⁷, -SOR⁷, -SO₂R⁷, -CO₂R⁵, -CONR⁵R⁶, -SO₂NR⁵R⁶, -NHCOR⁵, -NR⁵CONR⁵R⁶, and -NR⁵SO₂R⁷; with the proviso that a heteroatom of the foregoing R³ (b)-(d) substituents, moieties, elements or radicals may not be bound to an sp³ carbon atom bound to another heteroatom; and wherein R⁵ and R⁶ of said -NR⁵R⁶, -CONR⁵R⁶, -SO₂NR⁵R⁶, and -NR⁵CONR⁵R⁶ groups may be taken together with the atoms to which they are attached to form a -(C₂-C₉)heterocyclyl;

R⁴ is a substituent selected from the group consisting of hydrogen, (C₁-C₆)alkyl, -(C₃-C₇)cycloalkyl, and -(C₂-C₉)heterocyclyl; wherein said (C₁-C₆)alkyl, -(C₃-C₇)cycloalkyl, and -(C₂-C₉)heterocyclyl R⁴ substituents are optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, -(C₁-C₆)alkyl, -CN, -NR⁵, -OR⁵, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -CO₂R⁵, and -CONR⁵R⁸; with the proviso that a heteroatom of the foregoing R⁴ substituents may not be bound to an sp³ carbon atom bound to another heteroatom; and wherein R⁵ and R⁸ of said -CONR⁵R⁸ group may be taken together with the atoms to which they are attached to form a -(C₃-C₁₀)cycloalkyl or -(C₂-C₉)heterocyclyl;

R⁵ and R⁶ are each substituents independently selected from the group consisting of hydrogen, -(C₁-C₆)alkyl, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -(C₆-C₁₀)aryl, and -(C₁-C₉)heteroaryl; wherein said -(C₁-C₆)alkyl, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -(C₆-C₁₀)aryl, and -(C₁-C₉)heteroaryl R⁵ or R⁶ substituents are optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, -CF₃, -CN, -(C₁-C₆)alkyl, -NH(C₁-C₆)alkyl, -NH(C₃-C₇)cycloalkyl, -NH(C₂-C₉)heterocyclyl, -NH(C₆-C₁₀)aryl, -NH(C₁-C₉)heteroaryl, -N((C₁-C₆)alkyl)₂, -N((C₃-C₇)cycloalkyl)₂, -N((C₂-

C₉)heterocyclyl)₂, -N((C₆-C₁₀)aryl)₂, -N((C₁-C₉)heteroaryl)₂, -O(C₁-C₆)alkyl, -O(C₃-C₇)cycloalkyl, -O(C₂-C₉)heterocyclyl, -O(C₆-C₁₀)aryl, -O(C₁-C₉)heteroaryl, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -CO₂R⁷, -CONH₂, -CONHR⁷, and -CONR⁷R⁸; with the proviso that a heteroatom of the foregoing R⁵ or R⁶ substituents or moieties may not be bound to an sp³ carbon atom bound to another heteroatoms; and wherein R⁷ and R⁸ of said -CONR⁷R⁸ group may be taken together with the atoms to which they are attached to form a -(C₁-C₉) heteroaryl;

R⁵ and R⁶ may be taken together with the atom(s) to which they are attached to form a cyclic group, -(C₃-C₁₀)cycloalkyl or -(C₂-C₉)heterocyclyl, wherein said cyclic group is optionally substituted by one to three moieties selected from the group consisting of hydrogen, halogen, hydroxy, -CF₃, -NO₂, -CN, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -C=N-OH, -C=N-O((C₁-C₆)alkyl), -NR⁵R⁶, -OR⁵, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -CO₂R⁵, -CONR⁵R⁶, -CONR⁵R⁸, -SR⁷, -SOR⁷, -SO₂R⁷, -SO₂NR⁵R⁶, -NHCOR⁵, -NR⁵CONR⁵R⁶, and -NR⁵SO₂R⁷, wherein said -(C₂-C₆)alkenyl and -(C₂-C₆)alkynyl moieties of said cyclic group may be optionally substituted by one to three R⁷ groups, and said cyclic group is optionally interrupted by one to three elements selected from the group consisting of -(C=O), -SO₂, -S-, -O-, -N-, -NH- and -NR⁵, with the proviso that any of the foregoing cyclic group moieties or elements may not be bound to an sp³ carbon atom that is bound to another heteroatom;

R⁷ is a substituent selected from the group consisting of -(C₁-C₆)alkyl, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -(C₆-C₁₀)aryl, and -(C₁-C₉) heteroaryl; wherein said -(C₁-C₆)alkyl, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -(C₆-C₁₀)aryl, and -(C₁-C₉) heteroaryl R⁷ substituents are optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, -CN, -(C₁-C₆)alkyl, -NR⁵, and -O(C₁-C₆)alkyl, with the proviso that a heteroatom of the foregoing R⁷ substituents or moieties may not be bound to an sp³ carbon atom bound to another heteroatom;

R⁸ is a substituent selected from the group consisting of hydrogen, -(C₁-C₆)alkyl, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -(C₆-C₁₀)aryl, and -(C₁-C₉) heteroaryl; wherein said -(C₁-C₆)alkyl, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -(C₆-C₁₀)aryl, and -(C₁-C₉) heteroaryl R⁸ radicals are optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, -CN, -(C₁-C₆)alkyl, -NH₂, -NHR⁹, -NR⁹, OR⁹, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -CO₂R¹⁰, -CONH₂, -CONHR¹⁰, and -CONR¹⁰R¹¹; with the proviso that a heteroatom of the foregoing R⁸ substituents or moieties may not be bound to an sp³ carbon atom bound to another heteroatom; and wherein R¹⁰ and R¹¹ of -CONR¹⁰R¹¹ may be taken together with the atoms to which they are attached to form a -(C₂-C₉)heterocyclyl;

R⁹ and R¹⁰ are each -(C₁-C₆)alkyl and may be taken together with the atoms to which they are attached to form a -(C₂-C₉)heterocyclyl; and

R¹¹ is hydrogen or -(C₁-C₆)alkyl.

3. (Original) A compound of claim 2 wherein R¹ is selected from hydrogen, hydroxy, and -(C₁-C₆)alkyl, optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, -CN, -(C₁-C₆)alkyl, -NR⁵R⁶, -OR⁵, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -CO₂R⁵, -CONR⁵R⁶ and -CONR⁵R⁸.

4. (Original) A compound of claim 2 wherein R¹ is -(C₁-C₆)alkyl, optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, -CN, -(C₁-C₆)alkyl, -NR⁵R⁶, -OR⁵, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -CO₂R⁵, -CONR⁵R⁶ and -CONR⁵R⁸.

5. (Original) A compound of claim 2 wherein R^1 is selected from the group consisting of $-(C_3-C_7)\text{cycloalkyl}$ and $-(C_2-C_9)\text{heterocyclyl}$, optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, $-\text{CN}$, $-(C_1-C_6)\text{alkyl}$, $-\text{NR}^5\text{R}^6$, $-\text{OR}^5$, $-(C_3-C_7)\text{cycloalkyl}$, $-(C_2-C_9)\text{heterocyclyl}$, $-\text{CO}_2\text{R}^5$, $-\text{CONR}^5\text{R}^6$ and $-\text{CONR}^5\text{R}^8$.

6. (Original) A compound of claim 2 wherein R^1 is selected from $-\text{O}(C_1-C_6)\text{alkyl}$, $-\text{O}(C_3-C_7)\text{cycloalkyl}$, and $-\text{O}(C_2-C_9)\text{heterocyclyl}$, optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, $-\text{CN}$, $-(C_1-C_6)\text{alkyl}$, $-\text{NR}^5\text{R}^6$, $-\text{OR}^5$, $-(C_3-C_7)\text{cycloalkyl}$, $-(C_2-C_9)\text{heterocyclyl}$, $-\text{CO}_2\text{R}^5$, $-\text{CONR}^5\text{R}^6$ and $-\text{CONR}^5\text{R}^8$.

7. (Original) A compound of claim 2 wherein R^1 is $-\text{O}(C_1-C_6)\text{alkyl}$, optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, $-\text{CN}$, $-(C_1-C_6)\text{alkyl}$, $-\text{NR}^5\text{R}^6$, $-\text{OR}^5$, $-(C_3-C_7)\text{cycloalkyl}$, $-(C_2-C_9)\text{heterocyclyl}$, $-\text{CO}_2\text{R}^5$, $-\text{CONR}^5\text{R}^6$ and $-\text{CONR}^5\text{R}^8$.

8. (Original) A compound of claim 2 wherein R^1 is $-\text{NR}^5\text{R}^6$, optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, $-\text{CN}$, $-(C_1-C_6)\text{alkyl}$, $-\text{NR}^5\text{R}^6$, $-\text{OR}^5$, $-(C_3-C_7)\text{cycloalkyl}$, $-(C_2-C_9)\text{heterocyclyl}$, $-\text{CO}_2\text{R}^5$, $-\text{CONR}^5\text{R}^6$ and $-\text{CONR}^5\text{R}^8$.

9. (Original) A compound of claim 2 wherein R^1 is selected from $-\text{SR}^7$, $-\text{SOR}^7$, $-\text{SO}_2\text{R}^7$, and $-\text{SO}_2\text{NR}^5\text{R}^6$, optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, $-\text{CN}$, $-(C_1-C_6)\text{alkyl}$, $-\text{NR}^5\text{R}^6$, $-\text{OR}^5$, $-(C_3-C_7)\text{cycloalkyl}$, $-(C_2-C_9)\text{heterocyclyl}$, $-\text{CO}_2\text{R}^5$, $-\text{CONR}^5\text{R}^6$ and $-\text{CONR}^5\text{R}^8$.

10. (Original) A compound of claim 2 wherein R^1 is $-\text{SO}_2\text{NR}^5\text{R}^6$, optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, $-\text{CN}$, $-(C_1-C_6)\text{alkyl}$, $-\text{NR}^5\text{R}^6$, $-\text{OR}^5$, $-(C_3-C_7)\text{cycloalkyl}$, $-(C_2-C_9)\text{heterocyclyl}$, $-\text{CO}_2\text{R}^5$, $-\text{CONR}^5\text{R}^6$ and $-\text{CONR}^5\text{R}^8$.

11. (Original) A compound of claim 2 wherein R^1 is $-\text{CO}_2\text{R}^5$, $-\text{CONR}^5\text{R}^6$, $-\text{NHCOR}^5$, $-\text{NR}^5\text{CONR}^5\text{R}^6$, or $-\text{NR}^5\text{SO}_2\text{R}^7$, optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, $-\text{CN}$, $-(C_1-C_6)\text{alkyl}$, $-\text{NR}^5\text{R}^6$, $-\text{OR}^5$, $-(C_3-C_7)\text{cycloalkyl}$, $-(C_2-C_9)\text{heterocyclyl}$, $-\text{CO}_2\text{R}^5$, $-\text{CONR}^5\text{R}^6$ and $-\text{CONR}^5\text{R}^8$.

12. (Original) A compound of claim 2 wherein R^1 is $-\text{NR}^5\text{SO}_2\text{R}^7$, optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, $-\text{CN}$, $-(C_1-C_6)\text{alkyl}$, $-\text{NR}^5\text{R}^6$, $-\text{OR}^5$, $-(C_3-C_7)\text{cycloalkyl}$, $-(C_2-C_9)\text{heterocyclyl}$, $-\text{CO}_2\text{R}^5$, $-\text{CONR}^5\text{R}^6$ and $-\text{CONR}^5\text{R}^8$.

13. (Original) A compound of claim 2 wherein R^2 is hydrogen or $-(C_1-C_6)\text{alkyl}$, optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, $-\text{NO}_2$, $-\text{CN}$, $-(C_1-C_6)\text{alkyl}$, $-(C_2-C_6)\text{alkenyl}$, $-(C_2-C_6)\text{alkynyl}$, $-\text{C}=\text{N}-\text{OH}$, $-\text{C}=\text{N}-\text{O}((C_1-C_6)\text{alkyl})$, $-\text{NR}^5\text{R}^6$, $-\text{OR}^5$, $-(C_3-C_7)\text{cycloalkyl}$, $-(C_2-C_9)\text{heterocyclyl}$, $-\text{CO}_2\text{R}^5$, $-\text{CONR}^5\text{R}^6$, $-\text{CONR}^5\text{R}^8$, $-\text{SR}^7$, $-\text{SOR}^7$, $-\text{SO}_2\text{R}^7$, $-\text{SO}_2\text{NR}^5\text{R}^6$, $-\text{NHCOR}^5$, $-\text{NR}^5\text{CONR}^5\text{R}^6$, and $-\text{NR}^5\text{SO}_2\text{R}^7$, wherein said $-(C_2-C_6)\text{alkenyl}$ and $-(C_2-C_6)\text{alkynyl}$ R^2 moieties may be optionally substituted by one to three R^5 groups.

14. (Original) A compound of claim 2 wherein R^2 is $-(C_3-C_7)\text{cycloalkyl}$, or $-(C_2-C_9)\text{heterocyclyl}$, optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, $-\text{NO}_2$, $-\text{CN}$, $-(C_1-C_6)\text{alkyl}$, $-(C_2-C_6)\text{alkenyl}$, $-(C_2-C_6)\text{alkynyl}$, $-\text{C}=\text{N}-\text{OH}$, $-\text{C}=\text{N}-\text{O}((C_1-C_6)\text{alkyl})$, $-\text{NR}^5\text{R}^6$, $-\text{OR}^5$, $-(C_3-C_7)\text{cycloalkyl}$, $-(C_2-C_9)\text{heterocyclyl}$, $-\text{CO}_2\text{R}^5$, $-\text{CONR}^5\text{R}^6$, $-\text{CONR}^5\text{R}^8$, $-\text{SR}^7$, $-\text{SOR}^7$, $-\text{SO}_2\text{R}^7$, $-\text{SO}_2\text{NR}^5\text{R}^6$, $-\text{NHCOR}^5$, $-\text{NR}^5\text{CONR}^5\text{R}^6$, and $-\text{NR}^5\text{SO}_2\text{R}^7$, wherein said $-(C_2-C_6)\text{alkenyl}$ and $-(C_2-C_6)\text{alkynyl}$ R^2 moieties may be optionally substituted by one to three R^5 groups.

15. (Original) A compound of claim 2 wherein R^2 is $-\text{CO}_2R^5$ and $-\text{CONR}^5R^6$ optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, $-\text{NO}_2$, $-\text{CN}$, $-(\text{C}_1\text{-C}_6)\text{alkyl}$, $-(\text{C}_2\text{-C}_6)\text{alkenyl}$, $-(\text{C}_2\text{-C}_6)\text{alkynyl}$, $-\text{C}=\text{N-OH}$, $-\text{C}=\text{N-O}((\text{C}_1\text{-C}_6)\text{alkyl})$, $-\text{NR}^5R^6$, $-\text{OR}^5$, $-(\text{C}_3\text{-C}_7)\text{cycloalkyl}$, $-(\text{C}_2\text{-C}_9)\text{heterocyclyl}$, $-\text{CO}_2R^5$, $-\text{CONR}^5R^6$, $-\text{CONR}^5R^8$, $-\text{SR}^7$, $-\text{SOR}^7$, $-\text{SO}_2R^7$, $-\text{SO}_2\text{NR}^5R^6$, $-\text{NHCOR}^5$, $-\text{NR}^5\text{CONR}^5R^6$, and $-\text{NR}^5\text{SO}_2R^7$, wherein said $-(\text{C}_2\text{-C}_6)\text{alkenyl}$ and $-(\text{C}_2\text{-C}_6)\text{alkynyl}$ R^2 moieties may be optionally substituted by one to three R^5 groups.

16. (Original) A compound of claim 2 wherein R^1 and R^2 are taken together with the atom(s) to which they are attached to form a $-(\text{C}_3\text{-C}_{10})\text{cycloalkyl}$ optionally substituted by one to three moieties selected from the group consisting of a hydrogen, halogen, hydroxy, $-\text{NO}_2$, $-\text{CN}$, $-(\text{C}_1\text{-C}_6)\text{alkyl}$, $-(\text{C}_2\text{-C}_6)\text{alkenyl}$, $-(\text{C}_2\text{-C}_6)\text{alkynyl}$, $-\text{C}=\text{N-OH}$, $-\text{C}=\text{N-O}(\text{C}_1\text{-C}_6\text{ alkyl})$, $-\text{NR}^5R^6$, $-\text{OR}^5$, $-(\text{C}_3\text{-C}_7)\text{cycloalkyl}$, $-(\text{C}_2\text{-C}_9)\text{heterocyclyl}$, $-\text{CO}_2R^5$, $-\text{CONR}^5R^6$, $-\text{CONR}^5R^8$, $-\text{SR}^7$, $-\text{SOR}^7$, $-\text{SO}_2R^7$, $-\text{SO}_2\text{NR}^5R^6$, $-\text{NHCOR}^5$, $-\text{NR}^5\text{CONR}^5R^6$, and $-\text{NR}^5\text{SO}_2R^7$, wherein said $-(\text{C}_2\text{-C}_6)\text{alkenyl}$ and $-(\text{C}_2\text{-C}_6)\text{alkynyl}$ moieties of said cyclic group may be optionally substituted by one to three R^5 groups.

17. (Original) A compound of claim 2 wherein R^1 and R^2 are taken together with the atom(s) to which they are attached to form a $-(\text{C}_2\text{-C}_9)\text{heterocyclyl}$ optionally substituted by one to three moieties selected from the group consisting of a hydrogen, halogen, hydroxy, $-\text{NO}_2$, $-\text{CN}$, $-(\text{C}_1\text{-C}_6)\text{alkyl}$, $-(\text{C}_2\text{-C}_6)\text{alkenyl}$, $-(\text{C}_2\text{-C}_6)\text{alkynyl}$, $-\text{C}=\text{N-OH}$, $-\text{C}=\text{N-O}(\text{C}_1\text{-C}_6\text{ alkyl})$, $-\text{NR}^5R^6$, $-\text{OR}^5$, $-(\text{C}_3\text{-C}_7)\text{cycloalkyl}$, $-(\text{C}_2\text{-C}_9)\text{heterocyclyl}$, $-\text{CO}_2R^5$, $-\text{CONR}^5R^6$, $-\text{CONR}^5R^8$, $-\text{SR}^7$, $-\text{SOR}^7$, $-\text{SO}_2R^7$, $-\text{SO}_2\text{NR}^5R^6$, $-\text{NHCOR}^5$, $-\text{NR}^5\text{CONR}^5R^6$, and $-\text{NR}^5\text{SO}_2R^7$, wherein said $-(\text{C}_2\text{-C}_6)\text{alkenyl}$ and $-(\text{C}_2\text{-C}_6)\text{alkynyl}$ moieties of said cyclic group may be optionally substituted by one to three R^5 groups.

18. (Original) A compound of claim 2 wherein R^1 is selected from hydrogen, hydroxy, and $-(\text{C}_1\text{-C}_6)\text{alkyl}$, optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, $-\text{CN}$, $-(\text{C}_1\text{-C}_6)\text{alkyl}$, $-\text{NR}^5R^6$, $-\text{OR}^5$, $-(\text{C}_3\text{-C}_7)\text{cycloalkyl}$, $-(\text{C}_2\text{-C}_9)\text{heterocyclyl}$, $-\text{CO}_2R^5$, $-\text{CONR}^5R^6$ and $-\text{CONR}^5R^8$; and R^2 is hydrogen or $-(\text{C}_1\text{-C}_6)\text{alkyl}$, optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, $-\text{NO}_2$, $-\text{CN}$, $-(\text{C}_1\text{-C}_6)\text{alkyl}$, $-(\text{C}_2\text{-C}_6)\text{alkenyl}$, $-(\text{C}_2\text{-C}_6)\text{alkynyl}$, $-\text{C}=\text{N-OH}$, $-\text{C}=\text{N-O}((\text{C}_1\text{-C}_6)\text{alkyl})$, $-\text{NR}^5R^6$, $-\text{OR}^5$, $-(\text{C}_3\text{-C}_7)\text{cycloalkyl}$, $-(\text{C}_2\text{-C}_9)\text{heterocyclyl}$, $-\text{CO}_2R^5$, $-\text{CONR}^5R^6$, $-\text{CONR}^5R^8$, $-\text{SR}^7$, $-\text{SOR}^7$, $-\text{SO}_2R^7$, $-\text{SO}_2\text{NR}^5R^6$, $-\text{NHCOR}^5$, $-\text{NR}^5\text{CONR}^5R^6$, and $-\text{NR}^5\text{SO}_2R^7$, wherein said $-(\text{C}_2\text{-C}_6)\text{alkenyl}$ and $-(\text{C}_2\text{-C}_6)\text{alkynyl}$ R^2 moieties may be optionally substituted by one to three R^5 groups.

19. (Original) A compound of claim 2 wherein n is an integer from 1-2.

20. (Original) A compound of claim 2 wherein n is 1.

21. (Original) A compound of claim 2 wherein n is 2.

22. (Original) A compound of claim 2 wherein R^1 is selected from hydrogen, hydroxy, and $-(\text{C}_1\text{-C}_6)\text{alkyl}$, optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, $-\text{CN}$, $-(\text{C}_1\text{-C}_6)\text{alkyl}$, $-\text{NR}^5R^6$, $-\text{OR}^5$, $-(\text{C}_3\text{-C}_7)\text{cycloalkyl}$, $-(\text{C}_2\text{-C}_9)\text{heterocyclyl}$, $-\text{CO}_2R^5$, $-\text{CONR}^5R^6$ and $-\text{CONR}^5R^8$; R^2 is hydrogen or $-(\text{C}_1\text{-C}_6)\text{alkyl}$, optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, hydroxy, $-\text{NO}_2$, $-\text{CN}$, $-(\text{C}_1\text{-C}_6)\text{alkyl}$, $-(\text{C}_2\text{-C}_6)\text{alkenyl}$, $-(\text{C}_2\text{-C}_6)\text{alkynyl}$, $-\text{C}=\text{N-OH}$, $-\text{C}=\text{N-O}((\text{C}_1\text{-C}_6)\text{alkyl})$, $-\text{NR}^5R^6$, $-\text{OR}^5$, $-(\text{C}_3\text{-C}_7)\text{cycloalkyl}$, $-(\text{C}_2\text{-C}_9)\text{heterocyclyl}$, $-\text{CO}_2R^5$, $-\text{CONR}^5R^6$, $-\text{CONR}^5R^8$, $-\text{SR}^7$, $-\text{SOR}^7$, $-\text{SO}_2R^7$, $-\text{SO}_2\text{NR}^5R^6$, $-\text{NHCOR}^5$, $-\text{NR}^5\text{CONR}^5R^6$, and $-\text{NR}^5\text{SO}_2R^7$, wherein said $-(\text{C}_2\text{-C}_6)\text{alkenyl}$ and $-(\text{C}_2\text{-C}_6)\text{alkynyl}$ R^2 moieties may be optionally substituted by one to three R^5 groups; and n is 1.

23. (Original) A compound of claim 2 wherein R^3 is hydrogen.

24. (Original) A compound of claim 2 wherein R^3 is $-(C_6-C_{10})$ aryl or $-(C_1-C_9)$ heteroaryl, optionally substituted by one to three moieties independently selected from the group consisting of halogen, hydroxy, $-(C_1-C_6)$ alkyl, $-(C_1-C_6)$ alkyl-P(O)(O(C₁-C₆)alkyl)₂, $-(C_3-C_{10})$ cycloalkyl, (C_6-C_{10}) aryl, (C_2-C_9) heterocyclyl, $-(C_1-C_9)$ heteroaryl, $-NR^5R^6$, $-NHSO_2(C_1-C_6)$ alkyl, $-NHSO_2(C_3-C_6)$ cycloalkyl, $-N((C_1-C_6)$ alkyl)(SO₂-C₁-C₆)alkyl), $-N((C_1-C_6)$ alkyl)(SO₂(C₃-C₆)cycloalkyl), $-O(C_1-C_6)$ alkyl, $-O-SO_2(C_1-C_6)$ alkyl, $-(CO)(C_1-C_6)$ alkyl, $-(CO)CF_3$, $-(CO)(C_3-C_{10})$ cycloalkyl, $-(CO)(C_6-C_{10})$ aryl, $-(CO)(C_2-C_9)$ heterocyclyl, $-(CO)(C_1-C_9)$ heteroaryl, $-(CO)O(C_1-C_6)$ alkyl, $-(CO)O(C_3-C_{10})$ cycloalkyl, $-(CO)O(C_6-C_{10})$ aryl, $-(CO)O(C_2-C_9)$ heterocyclyl, $-(CO)O(C_1-C_9)$ heteroaryl, $-(CO)(C_1-C_6)$ alkyl-O(C₁-C₆)alkyl, $-SO_2(C_1-C_6)$ alkyl, $-SO_2(C_3-C_6)$ cycloalkyl, SO_2CF_3 , SO_2NH_2 , $SO_2NH(C_1-C_6)$ alkyl, $-SO_2NH(C_3-C_6)$ cycloalkyl, $-SO_2N((C_1-C_6)$ alkyl)₂, $-SO_2N((C_3-C_6)$ cycloalkyl)₂, $-SO_2NR^5R^6$, and $-SO_2N(C_1-C_6)$ alkyl- (C_6-C_{10}) aryl; wherein said $-(C_6-C_{10})$ aryl or $-(C_1-C_9)$ heteroaryl are optionally interrupted by one to three elements selected from the group consisting of $-(C=O)$, $-SO_2$, $-S-$, $-O-$, $-N-$, $-NH-$ and $-NR^5$; and R^5 and R^6 of said NR^5R^6 R^3 (b) group may be taken together with the atoms to which they are attached to form a $-(C_2-C_9)$ heterocyclyl.

25. (Original) A compound of claim 2 wherein R^3 is $-(C_6-C_{10})$ aryl, optionally substituted by one to three moieties independently selected from the group consisting of halogen, hydroxy, $-(C_1-C_6)$ alkyl, $-(C_3-C_{10})$ cycloalkyl, $-NHSO_2(C_1-C_6)$ alkyl, $-NHSO_2(C_3-C_6)$ cycloalkyl, $-N((C_1-C_6)$ alkyl)(SO₂-C₁-C₆)alkyl), $-N((C_1-C_6)$ alkyl)(SO₂(C₃-C₆)cycloalkyl), $-O(C_1-C_6)$ alkyl, $-O-SO_2(C_1-C_6)$ alkyl, $-SO_2(C_1-C_6)$ alkyl, $-SO_2(C_3-C_6)$ cycloalkyl, $-SO_2NH_2$, $-SO_2NH(C_1-C_6)$ alkyl, $-SO_2NH(C_3-C_6)$ cycloalkyl, $-SO_2N((C_1-C_6)$ alkyl)₂, $-SO_2N((C_3-C_6)$ cycloalkyl)₂, and $-SO_2NR^5R^6$.

26. (Original) A compound of claim 2 wherein R^3 is $-(C_1-C_9)$ heteroaryl, optionally substituted by one to three moieties independently selected from the group consisting of halogen, hydroxy, $-(C_1-C_6)$ alkyl, $-(C_3-C_{10})$ cycloalkyl, $-NHSO_2(C_1-C_6)$ alkyl, $-NHSO_2(C_3-C_6)$ cycloalkyl, $-N((C_1-C_6)$ alkyl)(SO₂-C₁-C₆)alkyl), $-N((C_1-C_6)$ alkyl)(SO₂(C₃-C₆)cycloalkyl), $-O(C_1-C_6)$ alkyl, $-O-SO_2(C_1-C_6)$ alkyl, $-SO_2(C_1-C_6)$ alkyl, $-SO_2(C_3-C_6)$ cycloalkyl, $-SO_2NH_2$, $-SO_2NH(C_1-C_6)$ alkyl, $-SO_2NH(C_3-C_6)$ cycloalkyl, $-SO_2N((C_1-C_6)$ alkyl)₂, $-SO_2N((C_3-C_6)$ cycloalkyl)₂, and $-SO_2NR^5R^6$.

27. (Original) A compound of claim 2 wherein R^3 is selected from $-(C_3-C_{10})$ cycloalkyl, $-(C_2-C_9)$ heterocyclyl, and $-(C_1-C_6)$ alkyl- (C_2-C_9) heterocyclyl, optionally substituted by one to three moieties independently selected from the group consisting of halogen, hydroxy, $-(C_1-C_6)$ alkyl, $-(C_1-C_6)$ alkyl-P(O)(O(C₁-C₆)alkyl)₂, $-(C_3-C_{10})$ cycloalkyl, (C_6-C_{10}) aryl, (C_2-C_9) heterocyclyl, $-(C_1-C_9)$ heteroaryl, $-NR^5R^6$, $-NSO_2(C_1-C_6)$ alkyl, $-NHSO_2(C_3-C_6)$ cycloalkyl, $-N((C_1-C_6)$ alkyl)(SO₂-C₁-C₆)alkyl), $-N((C_1-C_6)$ alkyl)(SO₂(C₃-C₆)cycloalkyl), $-O(C_1-C_6)$ alkyl, $-O-SO_2(C_1-C_6)$ alkyl, $-O-SO_2(C_1-C_6)$ alkyl, $-(CO)(C_1-C_6)$ alkyl, $-(CO)CF_3$, $-(CO)(C_3-C_{10})$ cycloalkyl, $-(CO)(C_6-C_{10})$ aryl, $-(CO)(C_2-C_9)$ heterocyclyl, $-(CO)(C_1-C_9)$ heteroaryl, $-(CO)O(C_1-C_6)$ alkyl, $-(CO)O(C_3-C_{10})$ cycloalkyl, $-(CO)O(C_6-C_{10})$ aryl, $-(CO)O(C_2-C_9)$ heterocyclyl, $-(CO)O(C_1-C_9)$ heteroaryl, $-(CO)(C_1-C_6)$ alkyl-O(C₁-C₆)alkyl, $-SO_2(C_1-C_6)$ alkyl, $-SO_2(C_3-C_6)$ cycloalkyl, SO_2CF_3 , SO_2NH_2 , $SO_2NH(C_1-C_6)$ alkyl, $-SO_2NH(C_3-C_6)$ cycloalkyl, $-SO_2N((C_1-C_6)$ alkyl)₂, $-SO_2N((C_3-C_6)$ cycloalkyl)₂, $-SO_2NR^5R^6$, and $-SO_2N(C_1-C_6)$ alkyl- (C_6-C_{10}) aryl; wherein said $-(C_3-C_{10})$ cycloalkyl, $-(C_2-C_9)$ heterocyclyl, and $-(C_1-C_6)$ alkyl- (C_2-C_9) heterocyclyl are optionally interrupted by one to three elements selected from the group consisting of $-(C=O)$, $-SO_2$, $-S-$, $-O-$, $-N-$, $-NH-$ and $-NR^5$; and R^5 and R^6 of said NR^5R^6 R^3 (b) group may be taken together with the atoms to which they are attached to form a $-(C_2-C_9)$ heterocyclyl.

28. (Original) A compound of claim 2 wherein R^3 is $-(C_3-C_{10})$ cycloalkyl, optionally substituted by one to three moieties independently selected from the group consisting of halogen, hydroxy, $-(C_1-C_6)$ alkyl, $-(C_3-C_{10})$ cycloalkyl, $-NSO_2(C_1-C_6)$ alkyl, $-NHSO_2(C_3-C_6)$ cycloalkyl, $-N((C_1-C_6)$ alkyl)(SO₂-C₁-

C₆)alkyl), -N((C₁-C₆)alkyl)(SO₂(C₃-C₆)cycloalkyl), -O(C₁-C₆)alkyl, -O-SO₂(C₁-C₆)alkyl, -SO₂(C₁-C₆)alkyl, -SO₂(C₃-C₆)cycloalkyl, SO₂NH₂, SO₂NH(C₁-C₆)alkyl, -SO₂NH(C₃-C₆)cycloalkyl, -SO₂N((C₁-C₆)alkyl)₂, -SO₂N((C₃-C₆)cycloalkyl)₂, and -SO₂NR⁵R⁶.

29. (Original) A compound of claim 2 wherein R³ is -(C₂-C₉)heterocyclyl, optionally substituted by one to three moieties independently selected from the group consisting of halogen, hydroxy, -(C₁-C₆)alkyl, -(C₃-C₁₀)cycloalkyl, -NSO₂(C₁-C₆)alkyl, -NHSO₂(C₃-C₆)cycloalkyl, -N((C₁-C₆)alkyl)(SO₂-C₁-C₆)alkyl), -N((C₁-C₆)alkyl)(SO₂(C₃-C₆)cycloalkyl), -O(C₁-C₆)alkyl, -O-SO₂(C₁-C₆)alkyl, -SO₂(C₁-C₆)alkyl, -SO₂(C₃-C₆)cycloalkyl, SO₂NH₂, SO₂NH(C₁-C₆)alkyl, -SO₂NH(C₃-C₆)cycloalkyl, -SO₂N((C₁-C₆)alkyl)₂, -SO₂N((C₃-C₆)cycloalkyl)₂, and -SO₂NR⁵R⁶.

30. (Original) A compound of claim 2 wherein R³ is -(C₁-C₆)alkyl-(C₂-C₉) heterocyclyl, optionally substituted by one to three moieties independently selected from the group consisting of halogen, hydroxy, -(C₁-C₆)alkyl, -(C₃-C₁₀)cycloalkyl, -NSO₂(C₁-C₆)alkyl, -NHSO₂(C₃-C₆)cycloalkyl, -N((C₁-C₆)alkyl)(SO₂-C₁-C₆)alkyl), -N((C₁-C₆)alkyl)(SO₂(C₃-C₆)cycloalkyl), -O(C₁-C₆)alkyl, -O-SO₂(C₁-C₆)alkyl, -SO₂(C₁-C₆)alkyl, -SO₂(C₃-C₆)cycloalkyl, SO₂NH₂, SO₂NH(C₁-C₆)alkyl, -SO₂NH(C₃-C₆)cycloalkyl, -SO₂N((C₁-C₆)alkyl)₂, -SO₂N((C₃-C₆)cycloalkyl)₂, and -SO₂NR⁵R⁶.

31. (Original) A compound of claim 2 wherein R³ is -(C₁-C₆)alkyl optionally substituted by one to three moieties selected from the group consisting of halogen, hydroxy, -(C₁-C₆)alkyl, -(C₁-C₆)alkyl-P(O)(O(C₁-C₆)alkyl)₂, -(C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, (C₂-C₉)heterocyclyl, -(C₁-C₉)heteroaryl, -NR⁵R⁶, -NSO₂(C₁-C₆)alkyl, -NHSO₂(C₃-C₆)cycloalkyl, -N((C₁-C₆)alkyl)(SO₂-C₁-C₆)alkyl), -N((C₁-C₆)alkyl)(SO₂(C₃-C₆)cycloalkyl), -O(C₁-C₆)alkyl, -O-SO₂(C₁-C₆)alkyl, -(CO)(C₁-C₆)alkyl, -(CO)CF₃, -(CO)(C₃-C₁₀)cycloalkyl, -(CO)(C₆-C₁₀)aryl, -(CO)(C₂-C₉)heterocyclyl, -(CO)(C₁-C₉)heteroaryl, -(CO)O(C₁-C₆)alkyl, -(CO)O(C₃-C₁₀)cycloalkyl, -(CO)O(C₆-C₁₀)aryl, -(CO)O(C₂-C₉)heterocyclyl, -(CO)O(C₁-C₉)heteroaryl, -(CO)(C₁-C₆)alkyl-O(C₁-C₆)alkyl, -SO₂(C₁-C₆)alkyl, -SO₂(C₃-C₆)cycloalkyl, SO₂CF₃, SO₂NH₂, SO₂NH(C₁-C₆)alkyl, -SO₂NH(C₃-C₆)cycloalkyl, -SO₂N((C₁-C₆)alkyl)₂, -SO₂N((C₃-C₆)cycloalkyl)₂, -SO₂NR⁵R⁶, and -SO₂N(C₁-C₆)alkyl-(C₆-C₁₀)aryl; wherein said -(C₁-C₆)alkyl is optionally interrupted by one to three elements selected from the group consisting of -(C=O), -SO₂, -S-, -O-, -N-, -NH- and -NR⁵; and R⁵ and R⁶ of said NR⁵R⁶ R³(b) group may be taken together with the atoms to which they are attached to form a -(C₂-C₉)heterocyclyl.

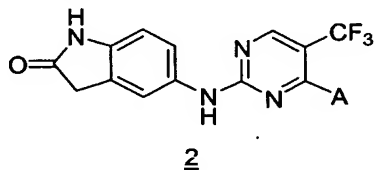
32. (Original) A compound of claim 2 wherein R³ is -(C₁-C₆)alkyl optionally substituted by one to three moieties selected from the group consisting of halogen, hydroxy, -(C₁-C₆)alkyl, -(C₃-C₁₀)cycloalkyl, -NSO₂(C₁-C₆)alkyl, -NHSO₂(C₃-C₆)cycloalkyl, -N((C₁-C₆)alkyl)(SO₂-C₁-C₆)alkyl), -N((C₁-C₆)alkyl)(SO₂(C₃-C₆)cycloalkyl), -O(C₁-C₆)alkyl, -O-SO₂(C₁-C₆)alkyl, -SO₂(C₁-C₆)alkyl, -SO₂(C₃-C₆)cycloalkyl, -SO₂NH₂, SO₂NH(C₁-C₆)alkyl, -SO₂NH(C₃-C₆)cycloalkyl, -SO₂N((C₁-C₆)alkyl)₂, -SO₂N((C₃-C₆)cycloalkyl)₂, and -SO₂NR⁵R⁶.

33. (Original) A compound of claim 2 wherein R⁴ is a substituent selected from the group consisting of hydrogen, (C₁-C₆)alkyl, and -(C₃-C₇)cycloalkyl; wherein said -(C₁-C₆)alkyl and -(C₃-C₇)cycloalkyl is optionally substituted by one to three moieties independently selected from the group consisting of hydrogen, halogen, -(C₁-C₆)alkyl, -CN, -NR⁵₂, -OR⁵, -(C₃-C₇)cycloalkyl, -(C₂-C₉)heterocyclyl, -CO₂R⁵, and -CONR⁵R⁸; with the proviso that a heteroatom of the foregoing R⁴ substituents may not be bound to an sp³ carbon atom bound to another heteroatom; and wherein R⁵ and R⁸ of said -CONR⁵R⁸ group may be taken together with the atoms to which they are attached to form a -(C₂-C₉)heterocyclyl.

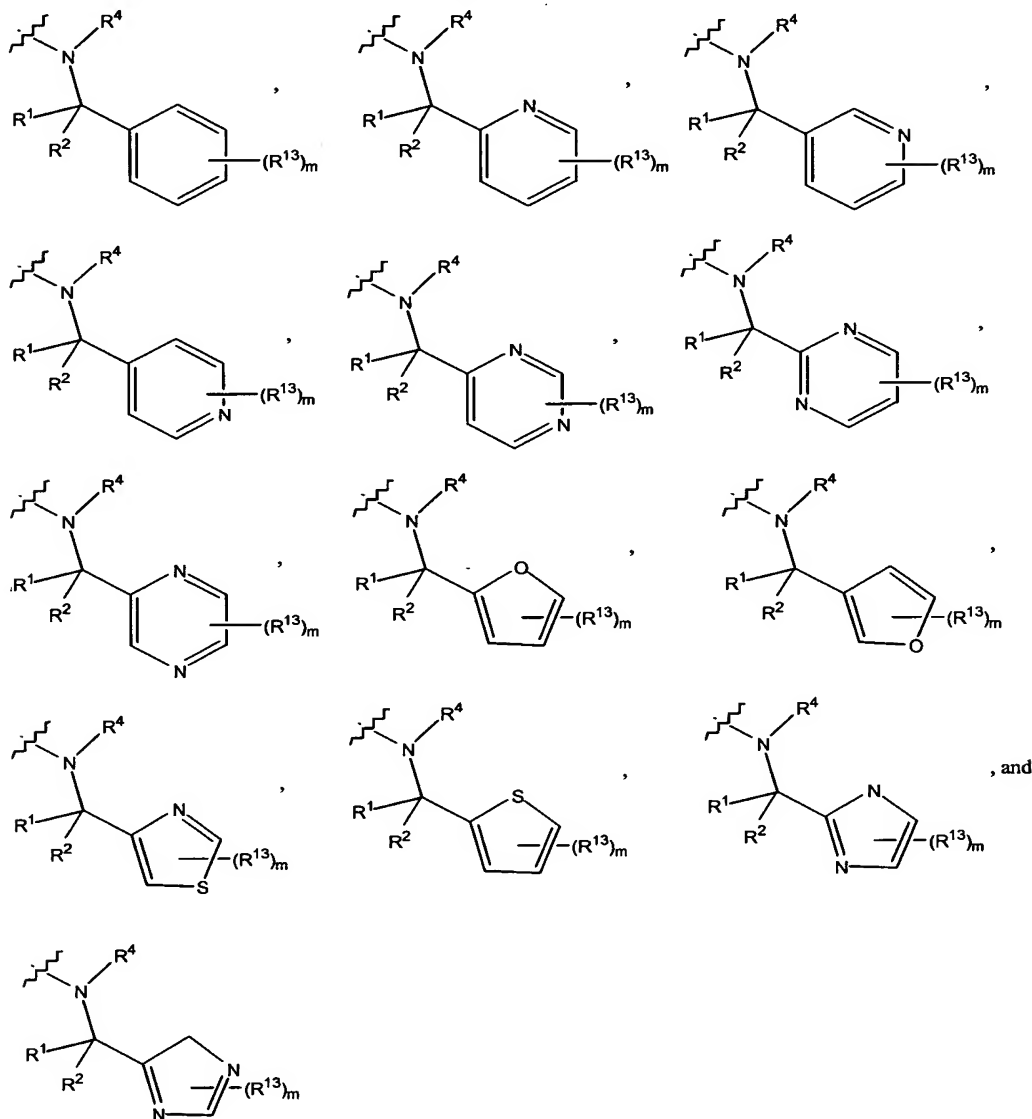
34. (Original) A compound of claim 2 wherein R⁴ is hydrogen.

35. (Original) A compound of claim 2 wherein R^5 and R^6 are each substituents independently selected from the group consisting of hydrogen and $-(C_1-C_6)alkyl$.

36. (Original) A compound according to claim 2 of the formula 2

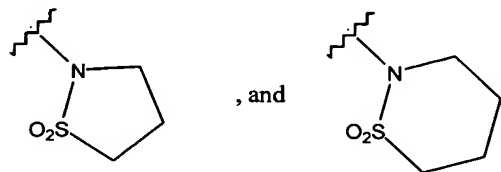


wherein A is selected from the group consisting of:

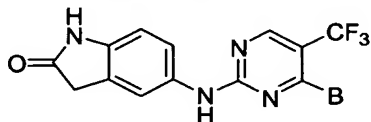


wherein m is an integer from 0-3 and R^{13} is a substituent selected from the group consisting of hydrogen, halogen, hydroxy, $(C_1-C_6)alkyl$, $(C_3-C_7)cycloalkyl$, $(C_6-C_{10})aryl$, $(C_1-C_9)heteroaryl$, $(C_2-C_9)heterocyclyl$, $O-(C_1-C_6)alkyl$, $O-(C_3-C_7)cycloalkyl$, $SO_2-(C_1-C_6)alkyl$, $SO_2-(C_3-C_7)cycloalkyl$, $NHSO_2-(C_1-C_6)alkyl$, $N((C_1-C_6)alkyl)(SO_2-(C_1-C_6)alkyl)$, $N((C_3-C_7)cycloalkyl)(SO_2-(C_1-C_6)alkyl)$, $N(C_1-C_6)alkyl(SO_2-(C_3-C_7)cycloalkyl)$, $N((C_3-C_7)cycloalkyl)(SO_2-(C_3-C_7)cycloalkyl)$, $OSO_2-(C_1-C_6)alkyl$, SO_2CF_3 , SO_2NH_2 ,

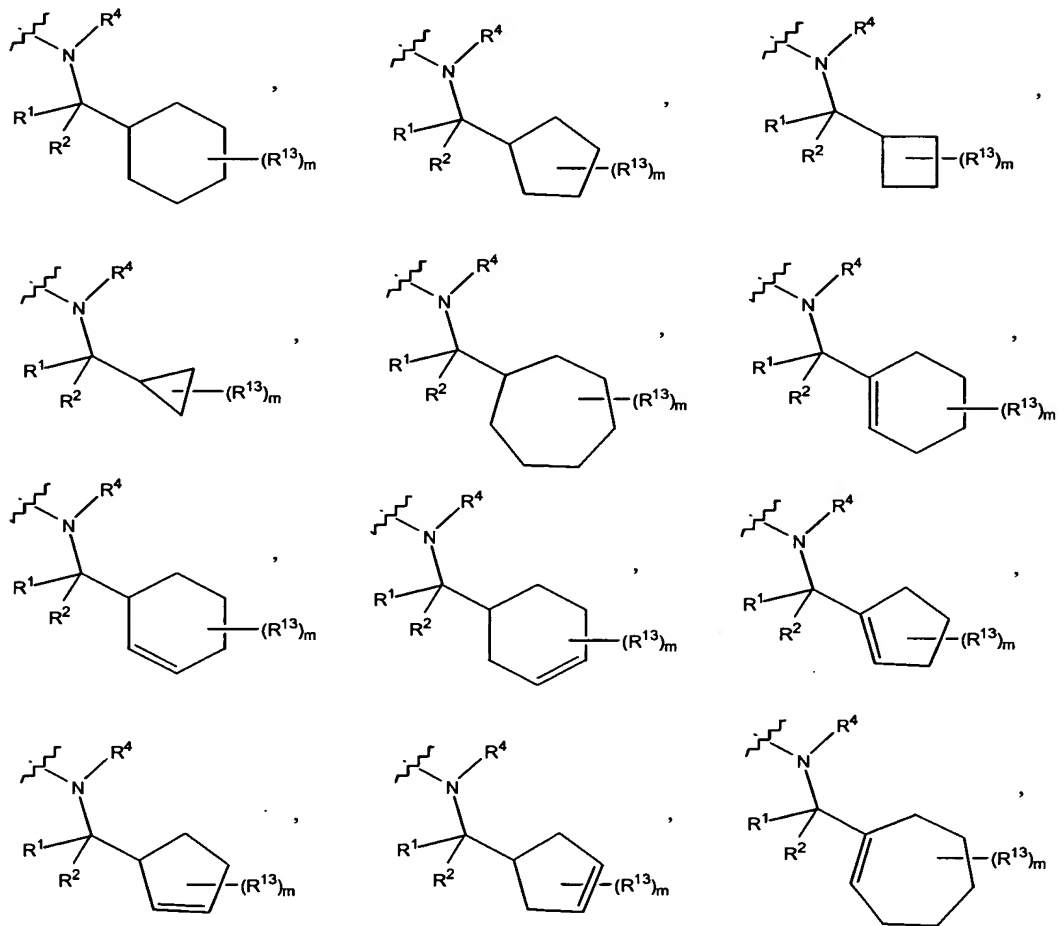
$\text{SO}_2\text{NH}(\text{C}_1\text{-C}_6)\text{alkyl}$, $\text{SO}_2\text{NH}(\text{C}_3\text{-C}_7)\text{cycloalkyl}$, $\text{SO}_2\text{NR}^5\text{R}^6$, $\text{SO}_2\text{N}((\text{C}_1\text{-C}_6)\text{alkyl})_2$, CF_3 , $\text{CO}(\text{C}_1\text{-C}_6)\text{alkyl}$, $\text{CO}(\text{C}_3\text{-C}_7)\text{cycloalkyl}$, COCF_3 , $\text{CO}_2(\text{C}_1\text{-C}_6)\text{alkyl}$,

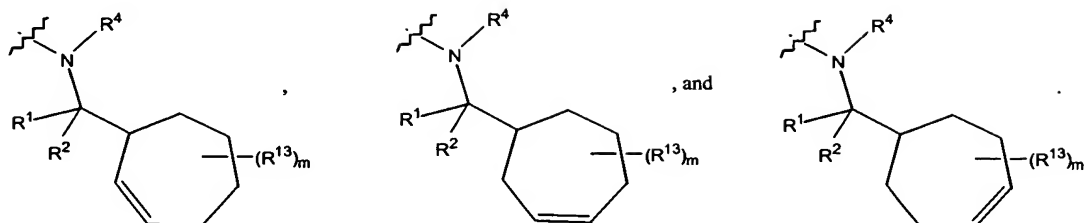


37. (Original) A compound according to claim 2 of the formula 3

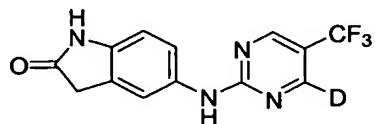


wherein B is selected from the group consisting of:

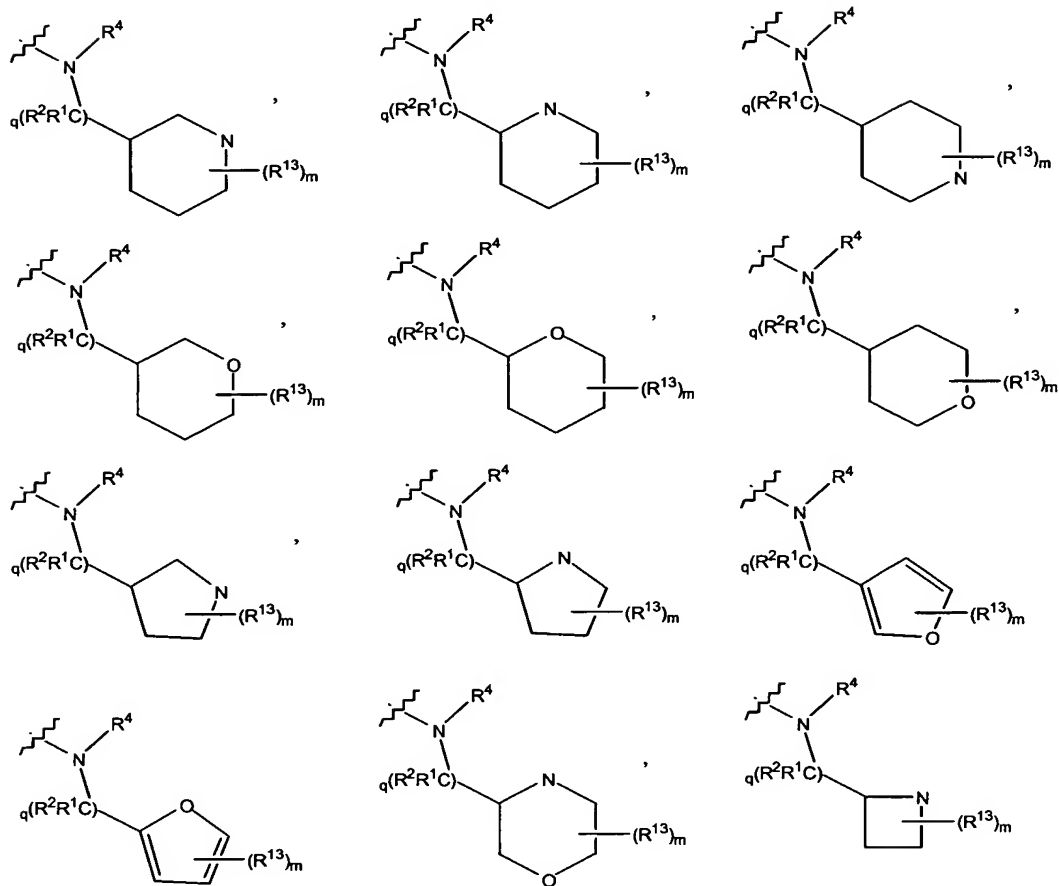


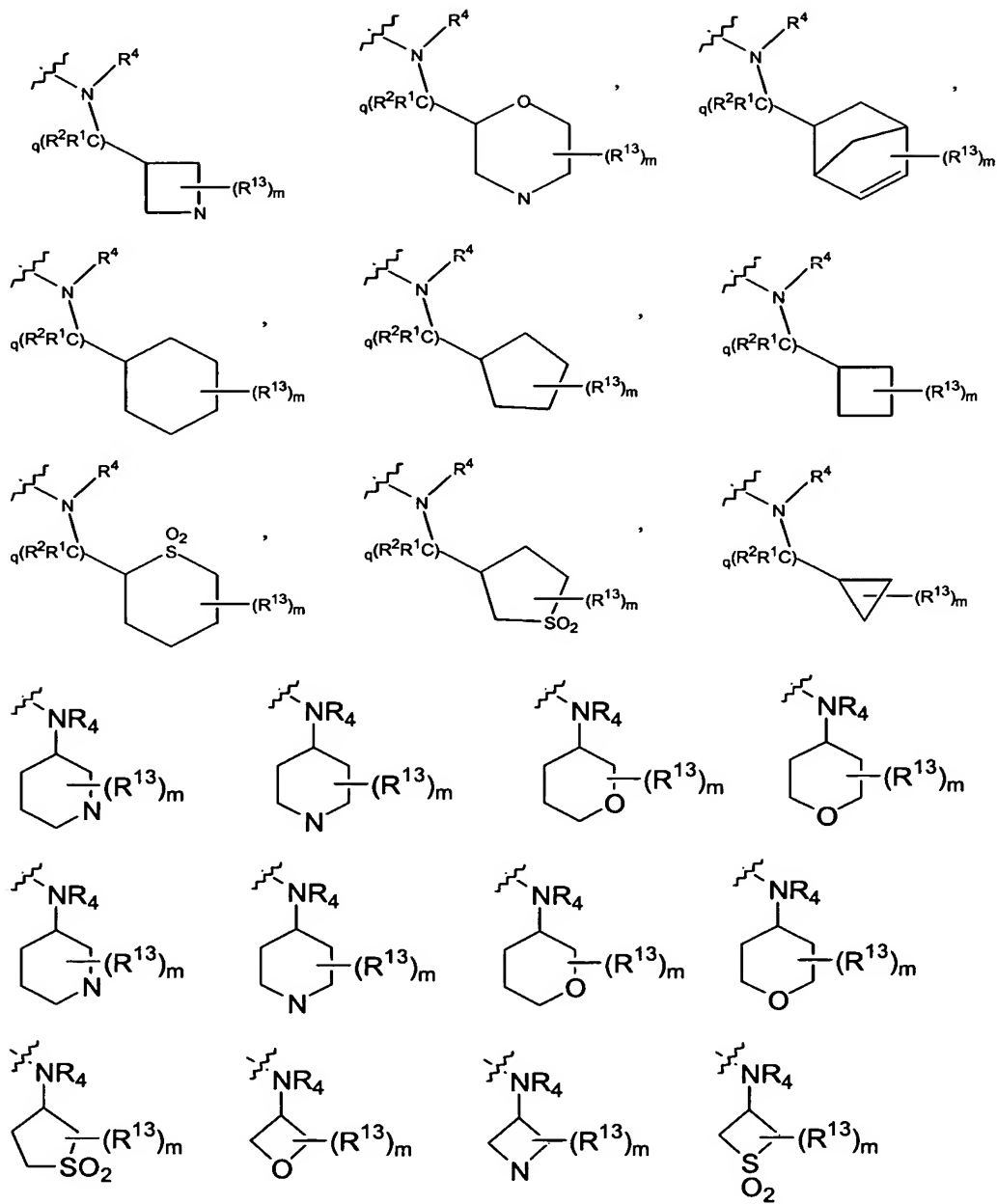


38. (Original) A compound according to claim 2 of formula 4



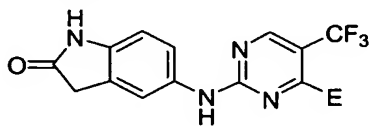
wherein D is selected from the group consisting of:



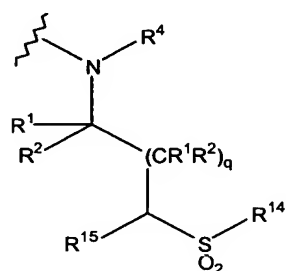


wherein q is an integer from 1-2.

39. (Original) A compound according to claim 2 of formula 5:



wherein E is selected from the group consisting of:



wherein R¹⁴ is selected from the group consisting of (C₁-C₆)-alkyl, (C₃-C₇)-cycloalkyl, and (C₂-C₉)-heterocyclyl, and R¹⁵ is selected from the group consisting of hydrogen, (C₁-C₆)-alkyl, (C₃-C₇)-cycloalkyl, and (C₂-C₉)-heterocyclyl.

40. (Original) A compound selected from the group consisting of:

5-[4-(3-Methanesulfonyl-benzylamino)-5-trifluoromethyl-pyrimidin-2-ylamino]-1,3-dihydro-indol-2-one;
Ethanesulfonic acid methyl-{3-[2-(2-oxo-2,3-dihydro-1H-indol-5-ylamino)-5-trifluoromethyl-pyrimidin-4-ylamino]-propyl}-amide;
5-[4-[(Isochroman-1-ylmethyl)-amino]-5-trifluoromethyl-pyrimidin-2-ylamino]-1,3-dihydro-indol-2-one;
5-[4-[2-(Pyridin-3-yloxy)-propylamino]-5-trifluoromethyl-pyrimidin-2-ylamino]-1,3-dihydro-indol-2-one;
3-[[2-(2-Oxo-2,3-dihydro-1H-indol-5-ylamino)-5-trifluoromethyl-pyrimidin-4-ylamino]-methyl]-benzenesulfonamide;
5-[4-[(1-Methanesulfonyl-piperidin-3-ylmethyl)-amino]-5-trifluoromethyl-pyrimidin-2-ylamino]-1,3-dihydro-indol-2-one;
N-(3-[[2-(2-Oxo-2,3-dihydro-1H-indol-5-ylamino)-5-trifluoromethyl-pyrimidin-4-ylamino]-methyl]-phenyl)-methanesulfonamide;
N-Methyl-N-[2-[2-(2-oxo-2,3-dihydro-1H-indol-5-ylamino)-5-trifluoromethyl-pyrimidin-4-ylamino]-ethyl]-methanesulfonamide;
5-[4-[(4-Methanesulfonyl-morpholin-2-ylmethyl)-amino]-5-trifluoromethyl-pyrimidin-2-ylamino]-1,3-dihydro-indol-2-one;
5-[4-(3-Methanesulfonylmethyl-benzylamino)-5-trifluoromethyl-pyrimidin-2-ylamino]-1,3-dihydro-indol-2-one;
5-[4-[(1-Methanesulfonyl-pyrrolidin-3-ylmethyl)-amino]-5-trifluoromethyl-pyrimidin-2-ylamino]-1,3-dihydro-indol-2-one;
N-Methyl-N-[3-[2-(2-oxo-2,3-dihydro-1H-indol-5-ylamino)-5-trifluoromethyl-pyrimidin-4-ylamino]-propyl]-methanesulfonamide;
5-[4-[2-(1-Methanesulfonyl-piperidin-2-yl)-ethylamino]-5-trifluoromethyl-pyrimidin-2-ylamino]-1,3-dihydro-indol-2-one;
5-[4-[(4-Methanesulfonyl-pyridin-2-ylmethyl)-amino]-5-trifluoromethyl-pyrimidin-2-ylamino]-1,3-dihydro-indol-2-one;
5-[4-(3-Isopropoxy-propylamino)-5-trifluoromethyl-pyrimidin-2-ylamino]-1,3-dihydro-indol-2-one;
5-[4-[(5-Methyl-furan-2-ylmethyl)-amino]-5-trifluoromethyl-pyrimidin-2-ylamino]-1,3-dihydro-indol-2-one;
5-[4-[(Bicyclo[2.2.1]hept-5-en-2-ylmethyl)-amino]-5-trifluoromethyl-pyrimidin-2-ylamino]-1,3-dihydro-indol-2-one;
N-(4-Fluoro-3-[[2-(2-oxo-2,3-dihydro-1H-indol-5-ylamino)-5-trifluoromethyl-pyrimidin-4-ylamino]-methyl]-phenyl)-N-methyl-methanesulfonamide;

5-{4-[(1-Methanesulfonyl-piperidin-3-ylmethyl)-amino]-5-trifluoromethyl-pyrimidin-2-ylamino}-1,3-dihydro-indol-2-one;

5-{4-[(6-Methanesulfonyl-pyridin-2-ylmethyl)-amino]-5-trifluoromethyl-pyrimidin-2-ylamino}-1,3-dihydro-indol-2-one;

5-{4-[(5-Methanesulfonyl-pyridin-3-ylmethyl)-amino]-5-trifluoromethyl-pyrimidin-2-ylamino}-1,3-dihydro-indol-2-one;

5-{4-(2-Methanesulfonyl-benzylamino)-5-trifluoromethyl-pyrimidin-2-ylamino}-1,3-dihydro-indol-2-one;

5-{4-[(1-Pyrimidin-2-yl-piperidin-3-ylmethyl)-amino]-5-trifluoromethyl-pyrimidin-2-ylamino}-1,3-dihydro-indol-2-one;

5-{4-[2-(1-Methanesulfonyl-piperidin-2-yl)-ethylamino]-5-trifluoromethyl-pyrimidin-2-ylamino}-1,3-dihydro-indol-2-one;

5-{4-[2-(1-Methanesulfonyl-piperidin-2-yl)-ethylamino]-5-trifluoromethyl-pyrimidin-2-ylamino}-1,3-dihydro-indol-2-one;

N-(2-[[2-(2-Oxo-2,3-dihydro-1H-indol-5-ylamino)-5-trifluoromethyl-pyrimidin-4-ylamino]-methyl]-phenyl)-methanesulfonamide;

5-{4-[(1-Methanesulfonyl-pyrrolidin-2-ylmethyl)-amino]-5-trifluoromethyl-pyrimidin-2-ylamino}-1,3-dihydro-indol-2-one;

N-Methyl-N-(2-[[2-(2-oxo-2,3-dihydro-1H-indol-5-ylamino)-5-trifluoromethyl-pyrimidin-4-ylamino]-methyl]-phenyl)-methanesulfonamide;

N-Methyl-N-(2-methyl-6-[[2-(2-oxo-2,3-dihydro-1H-indol-5-ylamino)-5-trifluoromethyl-pyrimidin-4-ylamino]-methyl]-phenyl)-methanesulfonamide;

5-{4-(2-Hydroxy-indan-1-ylamino)-5-trifluoromethyl-pyrimidin-2-ylamino}-1,3-dihydro-indol-2-one;

5-{4-[(1-Hydroxy-cyclopentylmethyl)-amino]-5-trifluoromethyl-pyrimidin-2-ylamino}-1,3-dihydro-indol-2-one;

5-{4-[2-Hydroxy-2-(1-methanesulfonyl-piperidin-2-yl)-ethylamino]-5-trifluoromethyl-pyrimidin-2-ylamino}-1,3-dihydro-indol-2-one; and

N-Methyl-N-(3-[[2-(2-oxo-2,3-dihydro-1H-indol-5-ylamino)-5-trifluoromethyl-pyrimidin-4-ylamino]-methyl]-pyridin-2-yl)-methanesulfonamide.

41. (Canceled)
42. (Canceled)
43. (Canceled)
44. (Canceled)
45. (Canceled)
46. (Canceled)